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*Mary Louise Cooper*

PGS 4 \$28.00

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**AMENDMENT TO OIL AND GAS LEASE**

**THE STATE OF TEXAS                   §**  
**§**       **KNOW ALL MEN BY THESE PRESENTS:**  
**COUNTY OF TARRANT               §**

WHEREAS, on **April 29th, 2008**, an Oil and Gas Lease was entered into by and between **Larry J. Cooper**, whose address is listed as 2904 Tattarrax Drive, Manhattan, Kansas 66502-1978, herein called "Lessor(s)"; and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); said Oil and Gas Lease is evidenced by a Memorandum of Oil and Gas Lease, which is recorded in the Official Public Records of Tarrant County, Texas as **D208435904**; and,

WHEREAS, the property is described as follows:

**0.2330 acres of land, more or less, also being know as Blk 8, Lot 22, of the Hillside Addition, an addition to the City of Arlington, Tarrant County, Texas, out of the R.R. Ramey, Abstract Number 1343, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.**

**0.1997 acres of land, more or less, also being know as Blk 5, Lot 9, of the Hillside Addition, an addition to the City of Arlington, Tarrant County, Texas, out of the R.R. Ramey, Abstract Number 1343, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.**

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and;

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and;

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

The Lease states that the Lessor(s) is as follows:

**Larry J. Cooper**

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The LESSOR IDENTIFICATION within the said Oil and Gas Lease filed in the Official Public Records of Tarrant County, Texas as referenced above is deleted in its entirety and substituted with the following Lessor(s) identification:

**Larry J. Cooper and wife, Marcia A. Cooper**

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

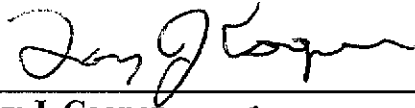
In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

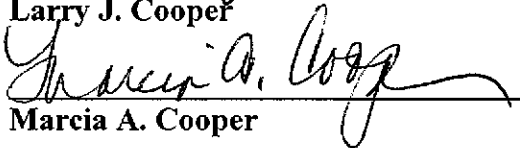
IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By:

  
\_\_\_\_\_  
Larry J. Cooper

By:

  
\_\_\_\_\_  
Marcia A. Cooper

Lessee(s):

**CHESAPEAKE EXPLORATION, L.L.C.**

By:

\_\_\_\_\_  
Henry J. Hood, Sr. Vice President  
Land and Legal & General Counsel

**TOTAL E&P USA, INC.**, a Delaware corporation

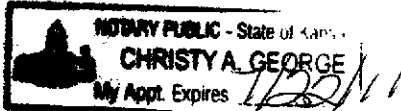
By:

\_\_\_\_\_  
Eric Bonnin, Vice President  
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF KANSAS           §  
   §  
COUNTY OF RILEY       §

This foregoing instrument was acknowledged before me on the 14<sup>th</sup> day of February 2011, by Larry J. Cooper.




  
\_\_\_\_\_  
Notary Public, State of Kansas

STATE OF KANSAS           §  
   §  
COUNTY OF RILEY       §

This foregoing instrument was acknowledged before me on the 14<sup>th</sup> day of February 2011, by Marcia A. Cooper.



  
\_\_\_\_\_  
Notary Public, State of Kansas

ACKNOWLEDGMENTS

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

The foregoing instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, 2011, by **Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel**, on behalf of **CHESAPEAKE EXPLORATION, L.L.C.**

\_\_\_\_\_  
Notary Public in and for The State of \_\_\_\_\_

STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2011, by **Eric Bonnin as Vice President – Business Development and Strategy** of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and behalf of such corporation.

\_\_\_\_\_  
Notary Public in and for The State of \_\_\_\_\_